

Management Board of Powszechny Zakład Ubezpieczeń Spółka Akcyjna**Motion
to the Shareholder Meeting of PZU SA****Regarding:**

amendments to the PZU SA Articles of Association

Body of the motion:

The Management Board of Powszechny Zakład Ubezpieczeń Spółka Akcyjna (**PZU**) hereby moves for the adoption of resolutions on amendments to the PZU SA Articles of Association.

Justification:

Since the Ordinary Shareholder Meeting of PZU SA held on 24 May 2019 and the Extraordinary Shareholder Meeting held on 6 September 2019 did not adopt all the resolutions to amend the Articles of Association of PZU SA as proposed by the Management Board and the State Treasury shareholder, and since the Company's Management Board strives to achieve the management objective, imposed by a resolution adopted by the Supervisory Board, to fulfill the obligations arising under the Act of 16 December 2016 on Rules for Managing State Property, we have resolved to submit again a motion to the PZU SA Shareholder Meeting to adopt separate resolutions to amend the Articles of Association of PZU SA with respect to:

1) powers of the Supervisory Board and the Shareholder Meeting

The amendments result from the entry into force of the Act of 21 February 2019 on amending the Act on Rules for Managing State Property and certain other acts (Journal of Laws 2019, Item 292). Article 17 sec. 1a of the Act introduced the possibility of changing the body responsible for approving the activities listed in Article 17 section 1 of the Act on Rules for Managing State Property (hereinafter "the Act").

This amendment is justified primarily by the fact that publication of any information related to transactions listed in Article 17 sec. 1 of the Act may raise concern with respect to the disclosure of the Company's inside information. From the date of announcing the convention of the shareholder meeting, every person authorized to participate in the meeting may become familiar with the wording of the documents, including the resolutions to be presented at the shareholder meeting (Article 402(2) item 5 of the Commercial Company Code). If a third party obtains this information, this may adversely affect the correct performance of a transaction in the context of the interests of the parties.

Additionally, the threshold amount prescribed by Article 17 section 1 of the Act, which is the basis for requesting approval for a legal act from the shareholder meeting, is not adequate for the PZU Group, which is the largest financial institution in the Central and Eastern Europe with assets of nearly PLN 329 billion.

Because of the need to ensure efficient daily operation of PZU and to avoid convening an extraordinary shareholder meeting just to carry out a single transaction, the consents that were granted previously by the shareholder meeting were blank consents. They were Resolutions adopted by the Ordinary Shareholder Meeting of PZU SA No. 33/2018 of 28 June 2018 and No. 35/2019 of 24 May 2019 in the matter of the consent to the acquisition of securities issued, guaranteed or secured by the State Treasury of the Republic of Poland; they applied to transactions concluded over the periods specified in the resolutions and transferred the right to issue opinions on any specific transaction to the Supervisory Board.

Another argument justifying the amendment is the fact that the Supervisory Board exercises ongoing supervision over the Company's activity and according to the Articles of Association its meetings are held when necessary but at least once a quarter; accordingly, the Supervisory Board has the knowledge of the Company's ongoing needs and the organization of its meeting does not generate any additional costs. According to the practice that developed in recent years, Supervisory Board meetings are held regularly at least once a month or even more

frequently This enables fast and efficient processing of the matters that are important for the Company, including ones that require consent pursuant to Article 17 section 1 of the Act.

Considering the above, the powers of the Supervisory Board will include giving consent to:

- a) subscription for or acquisition of shares or ownership interests in another company, with the value exceeding:
 - PLN 100,000,000, or
 - 10% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the most recent approved financial statements,
- b) disposal of shares or ownership interests in another company, with the market value exceeding:
 - PLN 100,000,000, or
 - 10% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the most recent approved financial statements,
- c) disposal of non-current assets within the meaning of the Accounting Act of 29 September 1994 classified as intangible assets, property, plant and equipment or long-term investments, including contribution to a company or a cooperative – if the market value of those assets exceeds 5% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the most recent approved financial statements; and also handing those assets over for use to another entity for a period longer than 180 days in a calendar year based on a legal act, if the market value of the subject matter of the legal act exceeds 5% of total assets,
- d) purchase of non-current assets within the meaning of the Accounting Act of 29 September 1994, with the value exceeding:
 - PLN 100,000,000, or
 - 5% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the most recent approved financial statements.

2) calculation of the value of agreements to provide legal, marketing, public relations and public communication services and management consulting services

It has been specified in detail that agreements to provide legal, marketing, public relations and public communication services or management consulting services will require the consent of the supervisory body if the total net fee to be paid for such services under this agreement or other agreements executed with the same entity is greater than PLN 500,000 annually, which is intended to prevent the execution of agreements where the above threshold is exceeded by breaking down the fee into several agreements entered into with the same entity.

3) Management Board reports

The proposed amendments result from the coming into force of the Act of 21 February 2019 amending the Act on Rules for Managing State Property and certain other acts (Journal of Laws 2019, Item 292). In Article 17 section 6a the Act introduced the possibility of submitting the report on representation expenditures and expenditures for legal, marketing, public relations and public communication services and management consulting services to the supervisory body, rather than to the shareholder meeting. Upon request of a shareholder, i.e. the State Treasury, a modification was introduced in this respect in which the above report will be submitted to the shareholder meeting along with the Management Board report on the Company's activity as additional material (but not as a part of the activity report) but it will not require adoption or approval by the shareholder meeting in the form of a resolution.

Additionally, in accordance with the amendment to the Act of 21 February 2019, the report on the application of best practices, in particular in the area of corporate governance, corporate social responsibility and sponsorship activities, addressed to companies in which the State Treasury holds an equity stake ("best practices"), as defined by the Prime Minister, was added to the list of reports to be submitted by the management body. The report on the application of best practices will be processed similarly as the report on representation expenditures.

In addition, it is moved to introduce changes following from amendments to other provisions of generally applicable law:

4) amendment to the Act of 29 July 2005 on Public Offerings and the Conditions for Offering Financial Instruments in an Organized Trading System and on Public Companies

Pursuant to Article 90g section 1 of Chapter 4a, which was added by Article 1 item 72 of the Act of 16 October 2019 (Journal of Laws of 2019, Item 2217) amending the Act of 30 November 2019, the Supervisory Board is obligated to prepare an annual remuneration report presenting a comprehensive review of compensation, including any benefits, regardless of their form, received by each management board and supervisory board member. The Shareholder Meeting then issues an opinion on the Supervisory Board's report (Article 90g section 6).

In accordance with Article 36 section 2 of the Amending Act, the Supervisory Board prepares for the first time the remuneration report referred to in Article 90g of the Amending Act, for the years 2019 and 2020 jointly, therefore the first report should be presented to the shareholder meeting in 2021.

The amendment in § 25 section 2 item 13 of the Articles of Association involves the inclusion in the list of matters which require the Supervisory Board's consent – consent to the Company's execution of a material transaction as referred to in Article 90i section 3 of the Act of 29 July 2005 on Public Offerings and the Conditions for Offering Financial Instruments in an Organized Trading System and on Public Companies.

5) amendment concerning the line of business

It is proposed to extend the provision concerning the Company's line of business by adding intermediation on behalf of or for the benefit of financial institutions, as referred to in the Employee Capital Scheme Act of 4 October 2018, other than insurance undertakings, when entering into ECS management agreements.

In connection with the adoption of the Employee Capital Scheme Act on 4 October 2018, the Insurance and Reinsurance Activity Act of 11 September 2015 was amended as of 1 January 2019 by adding in Article 4 section 11, item 4, admitting the possibility of insurance undertakings being intermediaries on behalf of or to the benefit of financial institutions when entering into ECS management agreements.

Considering the above amendment of legal regulations and to exploit the synergy of activities of PZU Group companies (PZU SA and TFI PZU SA) when offering the possibility of entering into ECS management agreements, including the Company's expanded sales network, it is moved to amend the PZU SA Articles of Association as indicated above.

6) amendment to the Commercial Company Code

The proposed amendments to the Articles of Association follow from the amendments to the Commercial Company Code introduced by the Act of 31 March 2020 amending the Act on special solutions connected with preventing, counteracting and combating COVID-19, other infectious diseases and crises caused by them and certain other acts (Journal of Laws of 2020, Item 568), which entered into force on 31 March 2020.

These amendments are to reflect in the Articles of Association the solutions introduced in the Commercial Company Code regarding the following:

- 1) holding Shareholder Meetings using means of electronic communication,
- 2) holding Supervisory Board meetings and adopting resolutions at Supervisory Board meetings using means of direct remote communication,
- 3) adopting Supervisory Board resolutions to elect the Supervisory Board Chairperson and Deputy Chairperson, appoint a Management Board Member and dismiss and suspend these persons from their functions in writing or using means of direct remote communication,
- 4) adopting Management Board resolutions using means of direct remote communication,
- 5) casting a vote in writing through another Management Board Member,
- 6) the obligation to ensure that at least half of the number of Supervisory Board Members participate in adopting a resolution in writing or using means of direct remote communication.

The layout of the provisions in § 27 of the Articles of Association, which is about the Management Board, was made consistent with § 24, referring to the Supervisory Board. At the same time, for the Management Board to adopt resolutions, similar requirements were introduced as those imposed on Supervisory Board resolutions with regard to the required quorum for resolutions adopted in writing or using means of direct remote communication. Casting a vote through another Management Board Member, similarly to Supervisory Board resolutions, cannot apply to matters introduced to the agenda at a Management Board meeting.

It is also moved to resign from the list of matters which require secret voting by the Supervisory Board – secret voting will be activated at a request made by a Supervisory Board Member in any matter and under any procedure (at a meeting, in writing or using means of direct remote communication).

It is hereby moved that the above amendments to the PZU SA Articles of Association should be voted on separately by the Shareholder Meeting.

These amendments will be voted separately, which will allow the shareholders to take a flexible approach to the amendment of the Articles of Association and will not prevent adoption of the amendments that should be adopted in connection with, e.g. the amendment to the Act on Rules for Managing State Property. Also, such a separation of amendments is more transparent and may facilitate a discussion on each scope of changes and its justification.

In accordance with § 25 section 2 item 19 of the PZU SA Articles of Association, the Supervisory Board issued an opinion on the Management Board's motion in this matter before it was submitted to the Shareholder Meeting.

Submitted on behalf of the PZU Management Board by:

/Beata Kozłowska-Chyła/

/Marcin Eckert/

Attachments:

- 1) Resolution no. UZ/114/2020 of 21.04.2020 in the matter of submitting a motion to the Shareholder Meeting of Powszechny Zakład Ubezpieczeń Spółka Akcyjna on amendments to the Articles of Association of PZU SA;
- 2) Resolution URN/48/2020 of 28.04.2020 in the matter of evaluation of the motion submitted by the Management Board of Powszechny Zakład Ubezpieczeń Spółka Akcyjna on amendments to the Articles of Association of PZU SA;
- 3) draft resolutions of the PZU Shareholder Meeting on amendments to the Articles of Association of PZU SA.



RESOLUTION NO. UZ/114/2020

ADOPTED BY THE MANAGEMENT BOARD OF POWSZECHNY ZAKŁAD UBEZPIECZEŃ SPÓŁKA AKCYJNA

on 21 April 2020

**in the matter of a motion to the PZU SA Shareholder Meeting on amendments to the PZU SA
Articles of Association**

Pursuant to § 4 items 20 and 21 of the Powszechny Zakład Ubezpieczeń Spółka Akcyjna Management Board Bylaws, the following is hereby resolved:

§ 1

A motion shall be submitted to the PZU SA Shareholder Meeting to adopt resolutions on the following amendments to the PZU SA Articles of Association:

1) powers of the Supervisory Board and the Shareholder Meeting:

a) in § 18, item 11, which currently reads as follows:

“11) acquisition or disposal by the Company of real property, perpetual usufruct or share in real property or in perpetual usufruct with a value exceeding the equivalent of the gross amount of EUR 30,000,000 (thirty million euros), subject to § 18a.”

shall read as follows:

“11) acquisition or disposal by the Company of real property, perpetual usufruct or share in real property or in perpetual usufruct with a value exceeding the equivalent of the gross amount of EUR 30,000,000 (thirty million euros).”,

b) § 18a, which currently reads as follows:

§ 18a

“The following require consent from the Shareholder Meeting:

1) disposal of non-current assets within the meaning of the Accounting Act of 29 September 1994 classified as intangible assets, property, plant and equipment or long-term investments, including contribution to a company or a cooperative – if the market value of those assets exceeds 5% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the most recent approved financial statements; and also handing those assets over for use to another entity for a period longer than 180 days in a calendar year based on a legal act, if the market value of the subject matter of the legal act exceeds 5% of total assets, whereas the handing over of assets for use in the case of:

- a) lease, rental and other agreements to hand over an asset for use to other entities against payment, the market value of the subject matter of a legal act is defined as the value of benefits for:
- one year if the asset is handed over on the basis of contracts entered into for an unspecified term,

- the full duration of the term of validity in the case of contracts entered into for an unspecified term,
- b) lending for use agreements and other agreements to hand over an asset to other entities for gratuitous use, the market value of the subject matter of a legal act is defined as the value of benefits that would be due if a lease or rental agreement was executed instead, for:
 - one year if the asset is to be handed over on the basis of a contract entered into for an unspecified term,
 - the full duration of the term of validity in the case of contracts executed for an unspecified term,
- 2) purchase of non-current assets within the meaning of the Accounting Act of 29 September 1994, with the value exceeding:
 - a) PLN 100,000,000, or
 - b) 5% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the most recent approved financial statements,
- 3) subscription or acquisition of shares in another company, with the value exceeding:
 - a) PLN 100,000,000, or
 - b) 10% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the most recent approved financial statements;
- 4) disposal of shares in another company, with the value exceeding:
 - a) PLN 100,000,000, or
 - b) 10% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the most recent approved financial statements.”

shall be repealed,

- c) in § 25, section 2 item 7, which currently reads as follows:

“7) accepting motions submitted by the Management Board to acquire, subscribe for or sell ownership interest and shares in companies and on the Company’s participation in other entities – the Supervisory Board may define the maximum amount, the terms and conditions and the procedure that the Management Board may use to conduct the foregoing activities without the obligation to obtain approval from the Supervisory Board, except in cases where the decision in this respect is made by the Shareholder Meeting pursuant to § 18a;”

shall read as follows:

“7) giving consent to the acquisition, subscription for or disposal of ownership interests and shares in companies and on the Company’s participation in other entities – the Supervisory Board may define the maximum amount, the terms and conditions and the procedure that the Management Board may use to conduct the foregoing activities without the obligation to obtain an approval from the Supervisory Board, except that the following require approval of the Supervisory Board:

- a) subscription for or acquisition of shares or ownership interests in another company, with the value exceeding:
 - PLN 100,000,000, or
 - 10% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the most recent approved financial statements,
- b) disposal of shares or ownership interests in another company, with the market value exceeding:
 - PLN 100,000,000, or
 - 10% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the most recent approved financial statements:”

d) in § 25a:

- item 1, which currently reads as follows:

“1) executing an agreement to provide legal, marketing, public relations and public communication services or management consulting services if the total net fee to be paid for such services is greater than PLN 500,000 annually;”

shall read as follows:

“1) executing an agreement to provide legal, marketing, public relations and public communication services or management consulting services if the total net fee to be paid for such services under this agreement or other agreements executed with the same entity is greater than PLN 500,000 annually;”,

- after item 4, the full stop shall be replaced with a semicolon and the following items 5 and 6 shall be added:

“5) subject to § 18 item 11, the acquisition of non-current assets within the meaning of the Accounting Act of 29 September 1994 classified as intangible assets, property, plant and equipment or long-term investments, including contribution to a company or a cooperative – if the market value of those assets exceeds 5% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the most recent approved financial statements; and also handing those assets over for use to another entity for a period longer than 180 days in a calendar year based on a legal act, if the market value of the subject matter of the legal act exceeds 5% of total assets, whereas the handing over of assets for use in the case of:

a) lease, rental and other agreements to hand over an asset for use to other entities against payment, the market value of the subject matter of a legal act is defined as the value of benefits for:

- one year if the asset is handed over on the basis of contracts entered into for an unspecified term,
- the full duration of the term of validity in the case of contracts entered into for an unspecified term,

b) lending for use agreements and other agreements to hand over an asset to other entities for gratuitous use, the market value of the subject matter of a legal act is defined as the value of benefits that would be due if a lease or rental agreement was executed instead, for:

- one year if the asset is to be handed over on the basis of a contract entered into for an unspecified term,
- the full duration of the term of validity in the case of contracts executed for an unspecified term,

6) subject to § 18 item 11, the acquisition of non-current assets within the meaning of the Accounting Act of 29 September 1994, with the value exceeding:

- a) PLN 100,000,000, or
- b) 5% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the most recent approved financial statements.”;

2) Management Board reports:

a) in § 18, item 1a, which currently reads as follows:

“1a) reviewing the Management Board report on representation expenditures and expenditures for legal, marketing, public relations and public communication services and management consulting services.”;

shall be repealed,

b) in § 25 section 2, item 3a with the following wording shall be added after item 3:

“3a) reviewing the Management Board report on representation expenditures and expenditures for legal, marketing, public relations and public communication services and management consulting services as well as the report on the application of best practices, as defined by the Prime Minister pursuant to the Act on Rules for Managing State Property, addressed to companies in which the State Treasury holds an equity stake;”

3) the requirements of the Act on Public Offerings and the Conditions for Offering Financial Instruments in an Organized Trading System and on Public Companies of 29 July 2005:

a) in § 18, item 1b, with the following wording shall be added:

“1b) to issue an opinion on the report on compensation for Management Board and Supervisory Board members, pursuant to the Act on Public Offerings and the Conditions for Offering Financial Instruments in an Organized Trading System and on Public Companies of 29 July 2005;”

b) in § 25, section 2:

- after item 1, the following item 1b shall be added:

“1b) to prepare an annual report on compensation for Management Board and Supervisory Board members on the rules laid down in Article 90g section 1-5 of the Act on Public Offerings and the Conditions for Offering Financial Instruments in an Organized Trading System and on Public Companies of 29 July 2005;”

c) item 13, which currently reads as follows:

“13) granting consent for the Company to conclude, with a related party, an agreement whose subject matter has the value of at least 10% of the value of the Company’s equity, excluding typical agreements concluded by the Company on market terms as part of its operational activity;”

shall read as follows:

“13) to give consent for the Company to enter with a related party into a material transaction referred to in Article 90i section 3 of the Act of 29 July 2005 on Public Offerings and the Conditions for Offering Financial Instruments in an Organized Trading System and on Public Companies, taking into account the exclusions and specific regulations in this respect laid down in Chapter 4b of this act;”

4) line of business:

in § 5, in section 2, after item 2, the full stop shall be replaced with a semicolon and item 3 with the following wording shall be added:

“3) intermediation for or on behalf of the financial institutions referred to in the Employee Capital Scheme Act of 4 October 2018, other than insurance undertakings, when entering into employee capital scheme management agreements.”;

5) amendments to the Commercial Company Code:

a) after § 15, § 15a, with the following wording shall be added:

„§ 15a. The person convening the Shareholder Meeting may decide on participation in the Shareholder Meeting using means of electronic communication.”,

b) in § 24:

- in section 1, after the first sentence, the second sentence with the following wording shall be added:

“Supervisory Board Members may participate in the Supervisory Board meeting using means of direct remote communication.”,

- section 2, which currently reads as follows:

„2. Subject to Article 388 § 4 of the Commercial Company Code, Supervisory Board resolutions may be adopted using means of direct remote communication if all the Supervisory Board members have been notified of the wording of the draft resolution.”

shall read as follows:

“2. Supervisory Board resolutions may be adopted using means of direct remote communication if all the Supervisory Board members have been notified of the wording of the draft resolution and at least half of the Supervisory Board members took part in the adoption of the resolution.”,

- sections 4-5, which currently read as follows:

„4. Subject to Article 388 § 4 of the Commercial Company Code, a Supervisory Board resolution may be adopted by written procedure if all the Supervisory Board members have been notified of the wording of the draft resolution. A vote shall be cast by duly signing the resolution document – in the case of a vote in favor of its adoption, or by submitting on the resolution document a representation on casting a vote against its adoption.

5. Subject to Article 388 § 4 of the Commercial Company Code, Supervisory Board members may participate in adopting Supervisory Board resolutions by voting in writing with intermediation of another Supervisory Board member. Casting a vote in writing cannot apply to matters introduced to the agenda at the Supervisory Board meeting.”

shall read as follows:

„4. A Supervisory Board resolution may be adopted by written procedure if all the Supervisory Board members have been notified of the wording of the draft resolution and at least half of the Supervisory Board members took part in the adoption of the resolution.

5. Supervisory Board members may participate in adopting Supervisory Board resolutions by voting in writing with intermediation of another Supervisory Board member. Casting a vote in writing cannot apply to matters introduced to the agenda at the Supervisory Board meeting.”,

- section 7, which currently reads as follows:

„7. Supervisory Board resolutions are adopted by open ballot with the exception of the matters referred to in § 25 section 2 items 5 and 8, for which a secret ballot is required. Secret balloting should also be held at the request of even a single Supervisory Board member, unless the Supervisory Board resolution is adopted following the procedure described in section 2 or 4.”

shall read as follows:

„7. The Supervisory Board adopts its resolutions in an open ballot. Secret balloting should be held at the request of even a single Supervisory Board member.”,

c) § 27, which currently reads as follows:

„§ 27

1. The Management Board shall exercise all the rights to manage the Company with the exception of the rights reserved by the act or the Articles of Association to the Company's other governing bodies. The President of the Management Board directs the work of the Management Board.
- 1a. The Management Board prepares and presents to the Shareholder Meeting a report on representation expenditures and expenditures for legal, marketing, public relations and public communication services and management consulting services.
2. The Management Board adopts its resolutions by an absolute majority of votes. In the event of a voting tie, the President of the Management Board has the casting vote.
3. The Management Board shall made decisions in the form of resolutions in the presence of at least half of Management Board members. Resolutions may be adopted only in the presence of the President of the Management Board or a person designated to head the work of the Management Board during the President's absence.
4. Subject to section 7, with the consent of the President of the Management Board, the Management Board may adopt resolutions by written procedure. A resolution adopted by this procedure shall be valid if all the Management Board members have received the draft resolution with a justification. A resolution shall be deemed adopted on the date of obtaining an absolute majority of votes in favor of the resolution.
5. Resolutions may be adopted by the Management Board in electronic form using remote means of communication by written procedure referred to in section 4, provided that a secure electronic signature is affixed and verified with a valid qualified certificate. In such a case, the requirements specified in section 4 shall apply.
6. Subject to section 7, Management Board meetings may be held using means of direct remote communication, however resolutions adopted by this procedure are valid if all the Management Board members have been notified of the content of the draft resolutions.
7. The procedure of conduct of the Management Board and the matters that may be entrusted to its individual members, matters which require a Management Board resolution and matters in which Management Board resolutions may not be adopted by the procedure specified in section 4 or 6 are defined in detail in the Rules and Regulations of the Management Board. The Rules and Regulations of the Management Board shall be adopted by the Management Board and approved by the Supervisory Board.”

shall read as follows:

„§ 27

1. The Management Board shall exercise all the rights to manage the Company with the exception of the rights reserved by the act or the Articles of Association to the Company's other governing bodies. The President of the Management Board directs the work of the Management Board.
2. The Management Board shall prepare and present to the Company's pertinent governing bodies, along with the Management Board's report on the Company's activity:
 - 1) report on representation expenditures and expenditures for legal, marketing, public relations and public communication services and management consulting services;
 - 2) report on the application of best practices, as defined by the Prime Minister pursuant to the Act on Rules for Managing State Property, addressed to companies in which the State Treasury holds an equity stake.

3. Subject to sections 4 and 5, for Management Board resolutions to be valid, written invitation of all its members shall be required and the presence at the meeting of at least half of the Management Board members, including the President of the Management Board or a person designated to head the work of the Management Board during the President's absence. Management Board members may participate in the Management Board meeting using means of direct remote communication.
4. Management Board members may participate in adopting Management Board resolutions by voting in writing with intermediation of another Management Board member. Casting a vote in writing cannot apply to matters introduced to the agenda at the Management Board meeting.
5. With the consent of the President of the Management Board, Management Board resolutions may be adopted using means of direct remote communication or by written procedure, if all the Management Board members have received the draft resolution with justification and at least half of the Management Board members took part in the adoption of the resolution.
6. The Management Board adopts its resolutions by an absolute majority of votes. In the event of a voting tie, the President of the Management Board has the casting vote.
7. The procedure of conduct of the Management Board and the matters that may be entrusted to its individual members and matters which require a Management Board resolution are defined in detail in the Rules and Regulations of the Management Board. The Rules and Regulations of the Management Board shall be adopted by the Management Board and approved by the Supervisory Board.”.

§ 2

A motion shall be submitted to the PZU SA Supervisory Board to issue an opinion on the motion referred to in § 1.

§ 3

This resolution shall come into force on the date of its adoption.

The ballot was held in an open procedure.

Number of attendees: 7 Number of votes in favor: 7 Number of votes against: 0 Number of abstentions: 0

Acting President of the Management Board

Beata Kozłowska-Chyła



RESOLUTION NO. URN/48/2020

**ADOPTED BY THE SUPERVISORY BOARD OF THE POWSZECHNY ZAKŁAD UBEZPIECZEŃ SPÓŁKA
AKCYJNA**

on 28 April 2020

**to evaluate the PZU SA Management Board's motion to introduce amendments to the PZU SA
Articles of Association**

Pursuant to § 13 and § 25 section 2 item 18 of the Articles of Association of Powszechny Zakład Ubezpieczeń Spółka Akcyjna and § 13 section 1 item 19 of the Powszechny Zakład Ubezpieczeń Spółka Akcyjna Supervisory Board Bylaws, the following is hereby resolved:

§ 1

The PZU SA Supervisory Board hereby issues a positive opinion on the PZU SA Management Board's motion to the PZU SA Shareholder Meeting on amendments to the PZU SA Articles of Association with regard to:

1) powers of the Supervisory Board and the Shareholder Meeting:

a) in § 18, item 11, which currently reads as follows:

“11) acquisition or disposal by the Company of real property, perpetual usufruct or share in real property or in perpetual usufruct with a value exceeding the equivalent of the gross amount of EUR 30,000,000 (thirty million euros), subject to § 18a.”

shall read as follows:

“11) acquisition or disposal by the Company of real property, perpetual usufruct or share in real property or in perpetual usufruct with a value exceeding the equivalent of the gross amount of EUR 30,000,000 (thirty million euros).”,

b) § 18a, which currently reads as follows:

§ 18a

“The following require consent from the Shareholder Meeting:

- 1) disposal of non-current assets within the meaning of the Accounting Act of 29 September 1994 classified as intangible assets, property, plant and equipment or long-term investments, including contribution to a company or a cooperative – if the market value of those assets exceeds 5% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the most recent approved financial statements; and also handing those assets over for use to another entity for a period longer than 180 days in a calendar year based on a legal act, if the market value of the subject matter of the legal act exceeds 5% of total assets, whereas the handing over of assets for use in the case of:

- a) lease, rental and other agreements to hand over an asset for use to other entities against payment, the market value of the subject matter of a legal act is defined as the value of benefits for:
 - one year if the asset is handed over on the basis of contracts entered into for an unspecified term,
 - the full duration of the term of validity in the case of contracts entered into for an unspecified term,
- b) lending for use agreements and other agreements to hand over an asset to other entities for gratuitous use, the market value of the subject matter of a legal act is defined as the value of benefits that would be due if a lease or rental agreement was executed instead, for:
 - one year if the asset is to be handed over on the basis of a contract entered into for an unspecified term,
 - the full duration of the term of validity in the case of contracts executed for an unspecified term,
- 2) purchase of non-current assets within the meaning of the Accounting Act of 29 September 1994, with the value exceeding:
 - a) PLN 100,000,000, or
 - b) 5% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the most recent approved financial statements,
- 3) subscription or acquisition of shares in another company, with the value exceeding:
 - a) PLN 100,000,000, or
 - b) 10% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the most recent approved financial statements;
- 4) disposal of shares in another company, with the value exceeding:
 - a) PLN 100,000,000, or
 - b) 10% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the most recent approved financial statements.”

shall be repealed,

- c) in § 25, section 2 item 7, which currently reads as follows:

“7) accepting motions submitted by the Management Board to acquire, subscribe for or sell ownership interest and shares in companies and on the Company’s participation in other entities – the Supervisory Board may define the maximum amount, the terms and conditions and the procedure that the Management Board may use to conduct the foregoing activities without the obligation to obtain approval from the Supervisory Board, except in cases where the decision in this respect is made by the Shareholder Meeting pursuant to § 18a;”

shall read as follows:

- “7) giving consent to the acquisition, subscription for or disposal of ownership interests and shares in companies and on the Company’s participation in other entities – the Supervisory Board may define the maximum amount, the terms and conditions and the procedure that the Management Board may use to conduct the foregoing activities without the obligation to obtain an approval from the Supervisory Board, except that the following require approval of the Supervisory Board:
 - a) subscription for or acquisition of shares or ownership interests in another company, with the value exceeding:
 - PLN 100,000,000, or
 - 10% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the most recent approved financial statements,

- b) disposal of shares or ownership interests in another company, with the market value exceeding:
 - PLN 100,000,000, or
 - 10% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the most recent approved financial statements.”,

- d) in § 25a:
 - item 1, which currently reads as follows:
 - “1) executing an agreement to provide legal, marketing, public relations and public communication services or management consulting services if the total net fee to be paid for such services is greater than PLN 500,000 annually;”

shall read as follows:

 - “1) executing an agreement to provide legal, marketing, public relations and public communication services or management consulting services if the total net fee to be paid for such services under this agreement or other agreements executed with the same entity is greater than PLN 500,000 annually;”
 - after item 4, the full stop shall be replaced with a semicolon and the following items 5 and 6 shall be added:
 - “5) subject to § 18 item 11, disposal of non-current assets within the meaning of the Accounting Act of 29 September 1994 classified as intangible assets, property, plant and equipment or long-term investments, including contribution to a company or a cooperative – if the market value of those assets exceeds 5% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the most recent approved financial statements; and also handing those assets over for use to another entity for a period longer than 180 days in a calendar year based on a legal act, if the market value of the subject matter of the legal act exceeds 5% of total assets, whereas the handing over of assets for use in the case of:
 - a) lease, rental and other agreements to hand over an asset for use to other entities against payment, the market value of the subject matter of a legal act is defined as the value of benefits for:
 - one year if the asset is handed over on the basis of contracts entered into for an unspecified term,
 - the full duration of the term of validity in the case of contracts entered into for an unspecified term,
 - b) lending for use agreements and other agreements to hand over an asset to other entities for gratuitous use, the market value of the subject matter of a legal act is defined as the value of benefits that would be due if a lease or rental agreement was executed instead, for:
 - one year if the asset is to be handed over on the basis of a contract entered into for an unspecified term,
 - the full duration of the term of validity in the case of contracts executed for an unspecified term,
 - 6) subject to § 18 item 11, the acquisition of non-current assets within the meaning of the Accounting Act of 29 September 1994, with the value exceeding:
 - a) PLN 100,000,000, or
 - b) 5% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the most recent approved financial statements.”;

2) Management Board reports:

a) in § 18, item 1a, which currently reads as follows:

“1a) reviewing the Management Board report on representation expenditures and expenditures for legal, marketing, public relations and public communication services and management consulting services.”;

shall be repealed,

b) in § 25 section 2, item 3a with the following wording shall be added after item 3:

“3a) reviewing the Management Board report on representation expenditures and expenditures for legal, marketing, public relations and public communication services and management consulting services as well as the report on the application of best practices, as defined by the Prime Minister pursuant to the Act on Rules for Managing State Property, addressed to companies in which the State Treasury holds an equity stake;”,

3) the requirements of the Act on Public Offerings and the Conditions for Offering Financial Instruments in an Organized Trading System and on Public Companies of 29 July 2005:

a) in § 18, item 1b, with the following wording shall be added:

“1b) to issue an opinion on the report on compensation for Management Board and Supervisory Board members, pursuant to the Act on Public Offerings and the Conditions for Offering Financial Instruments in an Organized Trading System and on Public Companies of 29 July 2005;”,

b) in § 25, section 2:

- after item 1, the following item 1b shall be added:

“1b) to prepare an annual report on compensation for Management Board and Supervisory Board members on the rules laid down in Article 90g section 1-5 of the Act on Public Offerings and the Conditions for Offering Financial Instruments in an Organized Trading System and on Public Companies of 29 July 2005;”;

c) item 13, which currently reads as follows:

“13) granting consent for the Company to conclude, with a related party, an agreement whose subject matter has the value of at least 10% of the value of the Company’s equity, excluding typical agreements concluded by the Company on market terms as part of its operational activity;”

shall read as follows:

“13) to give consent for the Company to enter with a related party into a material transaction referred to in Article 90i section 3 of the Act of 29 July 2005 on Public Offerings and the Conditions for Offering Financial Instruments in an Organized Trading System and on Public Companies, taking into account the exclusions and specific regulations in this respect laid down in Chapter 4b of this act;”;

4) line of business:

in § 5, in section 2, after item 2, the full stop shall be replaced with a semicolon and item 3 with the following wording shall be added:

- “3) intermediation for or on behalf of the financial institutions referred to in the Employee Capital Scheme Act of 4 October 2018, other than insurance undertakings, when entering into employee capital scheme management agreements.”;

5) amendments to the Commercial Company Code:

- a) after § 15, § 15a, with the following wording shall be added:

“§ 15a. The person convening the Shareholder Meeting may decide on participation in the Shareholder Meeting using means of electronic communication.”,

- b) in § 24:

- in section 1, after the first sentence, the second sentence with the following wording shall be added:

“Supervisory Board Members may participate in the Supervisory Board meeting using means of direct remote communication.”,

- section 2, which currently reads as follows:

“2. Subject to Article 388 § 4 of the Commercial Company Code, Supervisory Board resolutions may be adopted using means of direct remote communication if all the Supervisory Board members have been notified of the wording of the draft resolution.”

shall read as follows:

“2. Supervisory Board resolutions may be adopted using means of direct remote communication if all the Supervisory Board members have been notified of the wording of the draft resolution and at least half of the Supervisory Board members took part in the adoption of the resolution.”,

- sections 4-5, which currently read as follows:

“4. Subject to Article 388 § 4 of the Commercial Company Code, a Supervisory Board resolution may be adopted by written procedure if all the Supervisory Board members have been notified of the wording of the draft resolution. A vote shall be cast by duly signing the resolution document – in the case of a vote in favor of its adoption, or by submitting on the resolution document a representation on casting a vote against its adoption.

5. Subject to Article 388 § 4 of the Commercial Company Code, Supervisory Board members may participate in adopting Supervisory Board resolutions by voting in writing with intermediation of another Supervisory Board member. Casting a vote in writing cannot apply to matters introduced to the agenda at the Supervisory Board meeting.”

shall read as follows:

“4. A Supervisory Board resolution may be adopted by written procedure if all the Supervisory Board members have been notified of the wording of the draft resolution and at least half of the Supervisory Board members took part in the adoption of the resolution.

5. Supervisory Board members may participate in adopting Supervisory Board resolutions by voting in writing with intermediation of another Supervisory Board member. Casting a vote in writing cannot apply to matters introduced to the agenda at the Supervisory Board meeting.”,

- section 7, which currently reads as follows:

“7. Supervisory Board resolutions are adopted by open ballot with the exception of the matters referred to in § 25 section 2 items 5 and 8, for which a secret ballot is required. Secret balloting should also be held at the request of even a single Supervisory Board member, unless the Supervisory Board resolution is adopted following the procedure described in section 2 or 4.”

shall read as follows:

“7. The Supervisory Board adopts its resolutions in an open ballot. Secret balloting should be held at the request of even a single Supervisory Board member.”,

c) § 27, which currently reads as follows:

“§ 27

1. The Management Board shall exercise all the rights to manage the Company with the exception of the rights reserved by the act or the Articles of Association to the Company’s other governing bodies. The President of the Management Board directs the work of the Management Board.
- 1a. The Management Board prepares and presents to the Shareholder Meeting a report on representation expenditures and expenditures for legal, marketing, public relations and public communication services and management consulting services.
2. The Management Board adopts its resolutions by an absolute majority of votes. In the event of a voting tie, the President of the Management Board has the casting vote.
3. The Management Board shall made decisions in the form of resolutions in the presence of at least half of Management Board members. Resolutions may be adopted only in the presence of the President of the Management Board or a person designated to head the work of the Management Board during the President’s absence.
4. Subject to section 7, with the consent of the President of the Management Board, the Management Board may adopt resolutions by written procedure. A resolution adopted by this procedure shall be valid if all the Management Board members have received the draft resolution with a justification. A resolution shall be deemed adopted on the date of obtaining an absolute majority of votes in favor of the resolution.
5. Resolutions may be adopted by the Management Board in electronic form using remote means of communication by written procedure referred to in section 4, provided that a secure electronic signature is affixed and verified with a valid qualified certificate. In such a case, the requirements specified in section 4 shall apply.
6. Subject to section 7, Management Board meetings may be held using means of direct remote communication, however resolutions adopted by this procedure are valid if all the Management Board members have been notified of the content of the draft resolutions.
7. The procedure of conduct of the Management Board and the matters that may be entrusted to its individual members, matters which require a Management Board resolution and matters in which Management Board resolutions may not be adopted by the procedure specified in section 4 or 6 are defined in detail in the Rules and Regulations of the Management Board. The Rules and Regulations of the Management Board shall be adopted by the Management Board and approved by the Supervisory Board.”

shall read as follows:

“§ 27

1. The Management Board shall exercise all the rights to manage the Company with the exception of the rights reserved by the act or the Articles of Association to the Company’s other governing bodies. The President of the Management Board directs the work of the Management Board.

2. The Management Board shall prepare and present to the Company's pertinent governing bodies, along with the Management Board's report on the Company's activity:
 - 1) report on representation expenditures and expenditures for legal, marketing, public relations and public communication services and management consulting services;
 - 2) report on the application of best practices, as defined by the Prime Minister pursuant to the Act on Rules for Managing State Property, addressed to companies in which the State Treasury holds an equity stake.
3. Subject to sections 4 and 5, for Management Board resolutions to be valid, written invitation of all its members shall be required and the presence at the meeting of at least half of the Management Board members, including the President of the Management Board or a person designated to head the work of the Management Board during the President's absence. Management Board members may participate in the Management Board meeting using means of direct remote communication.
4. Management Board members may participate in adopting Management Board resolutions by voting in writing with intermediation of another Management Board member. Casting a vote in writing cannot apply to matters introduced to the agenda at the Management Board meeting.
5. With the consent of the President of the Management Board, Management Board resolutions may be adopted using means of direct remote communication or by written procedure, if all the Management Board members have received the draft resolution with justification and at least half of the Management Board members took part in the adoption of the resolution.
6. The Management Board adopts its resolutions by an absolute majority of votes. In the event of a voting tie, the President of the Management Board has the casting vote.
7. The procedure of conduct of the Management Board and the matters that may be entrusted to its individual members and matters which require a Management Board resolution are defined in detail in the Rules and Regulations of the Management Board. The Rules and Regulations of the Management Board shall be adopted by the Management Board and approved by the Supervisory Board.”.

§ 2

This resolution comes into force on the date of its adoption.

The ballot was held in an open procedure.

Number of attendees: 9 Number of votes in favor: 9 Number of votes against: 0 Number of abstentions: 0

Chairperson
of the PZU SA Supervisory Board

Maciej Łopiński

RESOLUTION NO. ... /2020

ADOPTED BY THE ORDINARY SHAREHOLDER MEETING

OF POWSZECHNY ZAKŁAD UBEZPIECZEŃ SPÓŁKA AKCYJNA

on 26 May 2020

in the matter of an amendment to the PZU SA Articles of Association with respect to the powers of the Supervisory Board and the Shareholder Meeting

Pursuant to § 18 of the Articles of Association of Powszechny Zakład Ubezpieczeń Spółka Akcyjna and Article 430 § 1 of the Commercial Company Code, the Shareholder Meeting resolves as follows:

§ 1

The following amendments are hereby made to the PZU SA Articles of Association:

1) in § 18, item 11, which currently reads as follows:

“11) acquisition or disposal by the Company of real property, perpetual usufruct or share in real property or in perpetual usufruct with a value exceeding the equivalent of the gross amount of EUR 30,000,000 (thirty million euros), subject to § 18a.”

shall read as follows:

“11) acquisition or disposal by the Company of real property, perpetual usufruct or share in real property or in perpetual usufruct with a value exceeding the equivalent of the gross amount of EUR 30,000,000 (thirty million euros).”;

2) § 18a, which currently reads as follows:

§18a

“The following require consent from the Shareholder Meeting:

- 1) disposal of non-current assets within the meaning of the Accounting Act of 29 September 1994 classified as intangible assets, property, plant and equipment or long-term investments, including contribution to a company or a cooperative – if the market value of those assets exceeds 5% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the most recent approved financial statements; and also handing those assets over for use to another entity for a period longer than 180 days in a calendar year based on a legal act, if the market value of the subject matter of the legal act exceeds 5% of total assets, whereas the handing over of assets for use in the case of:
 - a) lease, rental and other agreements to hand over an asset for use to other entities against payment, the market value of the subject matter of a legal act is defined as the value of benefits for:
 - one year if the asset is handed over on the basis of contracts entered into for an unspecified term,
 - the full duration of the term of validity in the case of contracts entered into for an unspecified term,
 - b) lending for use agreements and other agreements to hand over an asset to other entities for gratuitous use, the market value of the subject matter of a legal act is defined as the value of benefits that would be due if a lease or rental agreement was executed instead, for:

- one year if the asset is to be handed over on the basis of a contract entered into for an unspecified term,
 - the full duration of the term of validity in the case of contracts executed for an unspecified term,
- 2) purchase of non-current assets within the meaning of the Accounting Act of 29 September 1994, with the value exceeding:
 - a) PLN 100,000,000, or
 - b) 5% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the most recent approved financial statements;
 - 3) subscription or acquisition of shares in another company, with the value exceeding:
 - a) PLN 100,000,000, or
 - b) 10% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the most recent approved financial statements;
 - 4) disposal of shares in another company, with the value exceeding:
 - a) PLN 100,000,000, or
 - b) 10% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the most recent approved financial statements.”

shall be repealed;

- 3) in § 25, section 2 item 7, which currently reads as follows:

“7) accepting motions submitted by the Management Board to acquire, subscribe for or sell ownership interest and shares in companies and on the Company’s participation in other entities – the Supervisory Board may define the maximum amount, the terms and conditions and the procedure that the Management Board may use to conduct the foregoing activities without the obligation to obtain approval from the Supervisory Board, except in cases where the decision in this respect is made by the Shareholder Meeting pursuant to § 18a;”

shall read as follows:

“7) giving consent to the acquisition, subscription for or disposal of ownership interests and shares in companies and on the Company’s participation in other entities – the Supervisory Board may define the maximum amount, the terms and conditions and the procedure that the Management Board may use to conduct the foregoing activities without the obligation to obtain an approval from the Supervisory Board, except that the following require approval of the Supervisory Board:

- a) subscription for or acquisition of shares or ownership interests in another company, with the value exceeding:
 - PLN 100,000,000, or
 - 10% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the most recent approved financial statements,
- b) disposal of shares or ownership interests in another company, with the market value exceeding:
 - PLN 100,000,000, or
 - 10% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the most recent approved financial statements;”;

- 4) in § 25a, after item 4, the full stop shall be replaced with a semicolon and the following items 5 and 6 shall be added:

- “5) subject to § 18 item 11, the acquisition of non-current assets within the meaning of the Accounting Act of 29 September 1994 classified as intangible assets, property, plant and equipment or long-term investments, including contribution to a company or a cooperative – if the market value of those assets exceeds 5% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the most recent approved financial statements; and also handing those assets over for use to another entity for a period longer than 180 days in a calendar year based on a legal act, if the market value of the subject matter of the legal act exceeds 5% of total assets, whereas the handing over of assets for use in the case of:
- a) lease, rental and other agreements to hand over an asset for use to other entities against payment, the market value of the subject matter of a legal act is defined as the value of benefits for:
 - one year if the asset is handed over on the basis of contracts entered into for an unspecified term,
 - the full duration of the term of validity in the case of contracts entered into for an unspecified term,
 - b) lending for use agreements and other agreements to hand over an asset to other entities for gratuitous use, the market value of the subject matter of a legal act is defined as the value of benefits that would be due if a lease or rental agreement was executed instead, for:
 - one year if the asset is to be handed over on the basis of a contract entered into for an unspecified term,
 - the full duration of the term of validity in the case of contracts executed for an unspecified term,
- 6) subject to § 18 item 11, the acquisition of non-current assets within the meaning of the Accounting Act of 29 September 1994, with the value exceeding:
- a) PLN 100,000,000, or
 - b) 5% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the most recent approved financial statements.”.

§ 2

The Supervisory Board is hereby authorized to prepare the consolidated text of the Articles of Association including the amendments introduced by this resolution.

§ 3

This Resolution shall come into force on the date of its adoption, subject to entry of the amendments to the PZU SA Articles of Association in the register of commercial undertakings of the National Court Register.

Chairperson
of the Ordinary Shareholder Meeting of PZU SA

In reference to item 19 of the Agenda

RESOLUTION NO. ... /2020

ADOPTED BY THE ORDINARY SHAREHOLDER MEETING

OF POWSZECHNY ZAKŁAD UBEZPIECZEŃ SPÓŁKA AKCYJNA

on 26 May 2020

in the matter of an amendment to the PZU SA Articles of Association with respect to calculation of the value of agreements to provide legal, marketing, public relations and public communication services and management consulting services

Pursuant to § 18 of the Articles of Association of Powszechny Zakład Ubezpieczeń Spółka Akcyjna and Article 430 § 1 of the Commercial Company Code, the Shareholder Meeting resolves as follows:

§ 1

The following amendment is hereby made to the PZU SA Articles of Association:

in § 25a, item 1 which currently reads as follows:

“1) executing an agreement to provide legal, marketing, public relations and public communication services or management consulting services if the total net fee to be paid for such services is greater than PLN 500,000 annually;”

shall read as follows:

“1) executing an agreement to provide legal, marketing, public relations and public communication services or management consulting services if the total net fee to be paid for such services under this agreement or other agreements executed with the same entity is greater than PLN 500,000 annually;”,

§ 2

The Supervisory Board is hereby authorized to prepare the consolidated text of the Articles of Association including the amendments introduced by this resolution.

§ 3

This Resolution shall come into force on the date of its adoption, subject to entry of the amendments to the PZU SA Articles of Association in the register of commercial undertakings of the National Court Register.

Chairperson
of the Ordinary Shareholder Meeting of PZU SA

In reference to item 20 of the Agenda

RESOLUTION NO. ... /2020

ADOPTED BY THE ORDINARY SHAREHOLDER MEETING

OF POWSZECHNY ZAKŁAD UBEZPIECZEŃ SPÓŁKA AKCYJNA

on 26 May 2020

in the matter of an amendment to the PZU SA Articles of Association with respect to Management Board reports

Pursuant to § 18 of the Articles of Association of Powszechny Zakład Ubezpieczeń Spółka Akcyjna and Article 430 § 1 of the Commercial Company Code, the Shareholder Meeting resolves as follows:

§ 1

The following amendments are hereby made to the PZU SA Articles of Association:

1) in § 18, item 1a, which currently reads as follows:

“1a) reviewing the Management Board report on representation expenditures and expenditures for legal, marketing, public relations and public communication services and management consulting services.”;

shall be repealed;

2) in § 25 section 2, item 3a with the following wording shall be added after item 3:

“3a) reviewing the Management Board report on representation expenditures and expenditures for legal, marketing, public relations and public communication services and management consulting services as well as the report on the application of best practices, as defined by the Prime Minister pursuant to the Act on Rules for Managing State Property, addressed to companies in which the State Treasury holds an equity stake;”.

§ 2

The Supervisory Board is hereby authorized to prepare the consolidated text of the Articles of Association including the amendments introduced by this resolution.

§ 3

This Resolution shall come into force on the date of its adoption, subject to entry of the amendments to the PZU SA Articles of Association in the register of commercial undertakings of the National Court Register.

Chairperson
of the Ordinary Shareholder Meeting of PZU SA

In reference to item 21 of the Agenda

RESOLUTION NO. ... /2020

ADOPTED BY THE ORDINARY SHAREHOLDER MEETING

OF POWSZECHNY ZAKŁAD UBEZPIECZEŃ SPÓŁKA AKCYJNA

on 26 May 2020

in the matter of an amendment to the PZU SA Articles of Association with respect to the requirements of the Act on Public Offerings and the Conditions for Offering Financial Instruments in an Organized Trading System and on Public Companies of 29 July 2005

Pursuant to § 18 of the Articles of Association of Powszechny Zakład Ubezpieczeń Spółka Akcyjna and Article 430 § 1 of the Commercial Company Code, the Shareholder Meeting resolves as follows:

§ 1

The following amendments are hereby made to the PZU SA Articles of Association:

3) in § 18, item 1b with the following wording shall be added:

“1b) to issue an opinion on the report on compensation for Management Board and Supervisory Board members, pursuant to the Act on Public Offerings and the Conditions for Offering Financial Instruments in an Organized Trading System and on Public Companies of 29 July 2005;”;

4) in § 25, section 2:

a) item 1b with the following wording shall be added:

“1b) to prepare an annual report on compensation for Management Board and Supervisory Board members on the rules laid down in Article 90g section 1-5 of the Act on Public Offerings and the Conditions for Offering Financial Instruments in an Organized Trading System and on Public Companies of 29 July 2005;”;

b) item 13, which currently reads as follows:

“13) granting consent for the Company to conclude, with a related party, an agreement whose subject matter has the value of at least 10% of the value of the Company’s equity, excluding typical agreements concluded by the Company on market terms as part of its operational activity;”

shall read as follows:

“13) to give consent for the Company to enter with a related party into a material transaction referred to in Article 90i section 3 of the Act of 29 July 2005 on Public Offerings and the Conditions for Offering Financial Instruments in an Organized Trading System and on Public Companies, taking into account the exclusions and specific regulations in this respect laid down in Chapter 4b of this act;”.

§ 2

The Supervisory Board is hereby authorized to prepare the consolidated text of the Articles of Association including the amendments introduced by this resolution.

§ 3

This Resolution shall come into force on the date of its adoption, subject to entry of the amendments to the PZU SA Articles of Association in the register of commercial undertakings of the National Court Register.

Chairperson
of the Ordinary Shareholder Meeting of PZU SA

In reference to item 22 of the Agenda

RESOLUTION NO. ... /2020

ADOPTED BY THE ORDINARY SHAREHOLDER MEETING

OF POWSZECHNY ZAKŁAD UBEZPIECZEŃ SPÓŁKA AKCYJNA

on 26 May 2020

in the matter of an amendment to the PZU SA Articles of Association with respect to the line of business

Pursuant to § 18 of the Articles of Association of Powszechny Zakład Ubezpieczeń Spółka Akcyjna and Article 430 § 1 of the Commercial Company Code, the Shareholder Meeting resolves as follows:

§ 1

The following amendment is hereby made to the PZU SA Articles of Association:

in § 5, in section 2, after item 2, the full stop shall be replaced with a semicolon and item 3 with the following wording shall be added:

“3) intermediation for or on behalf of the financial institutions referred to in the Employee Capital Scheme Act of 4 October 2018, other than insurance undertakings, when entering into employee capital scheme management agreements.”.

§ 2

The Supervisory Board is hereby authorized to prepare the consolidated text of the Articles of Association including the amendments introduced by this resolution.

§ 3

This Resolution shall come into force on the date of its adoption, subject to entry of the amendments to the PZU SA Articles of Association in the register of commercial undertakings of the National Court Register.

Chairperson
of the Ordinary Shareholder Meeting of PZU SA

In reference to item 23 of the Agenda

RESOLUTION NO. ... /2020

ADOPTED BY THE ORDINARY SHAREHOLDER MEETING

OF POWSZECHNY ZAKŁAD UBEZPIECZEŃ SPÓŁKA AKCYJNA

on 26 May 2020

in the matter of an amendment to the PZU SA Articles of Association with respect to amendments to the Commercial Company Code

Pursuant to § 18 of the Articles of Association of Powszechny Zakład Ubezpieczeń Spółka Akcyjna and Article 430 § 1 of the Commercial Company Code, the Shareholder Meeting resolves as follows:

§ 1

The following amendments are hereby made to the PZU SA Articles of Association:

5) after § 15, § 15a, with the following wording shall be added:

“§ 15a. The person convening the Shareholder Meeting may decide on participation in the Shareholder Meeting using means of electronic communication.”;

2) in § 24:

a) in section 1, after the first sentence, the second sentence with the following wording shall be added:

“Supervisory Board Members may participate in the Supervisory Board meeting using means of direct remote communication.”,

b) section 2, which currently reads as follows:

“2. Subject to Article 388 § 4 of the Commercial Company Code, Supervisory Board resolutions may be adopted using means of direct remote communication if all the Supervisory Board members have been notified of the wording of the draft resolution.”

shall read as follows:

“2. Supervisory Board resolutions may be adopted using means of direct remote communication if all the Supervisory Board members have been notified of the wording of the draft resolution and at least half of the Supervisory Board members took part in the adoption of the resolution.”,

c) sections 4-5, which currently read as follows:

“4. Subject to Article 388 § 4 of the Commercial Company Code, a Supervisory Board resolution may be adopted by written procedure if all the Supervisory Board members have been notified of the wording of the draft resolution. A vote shall be cast by duly signing the resolution document – in the case of a vote in favor of its adoption, or by submitting on the resolution document a representation on casting a vote against its adoption.

5. Subject to Article 388 § 4 of the Commercial Company Code, Supervisory Board members may participate in adopting Supervisory Board resolutions by voting in writing with intermediation of another Supervisory Board member. Casting a vote in writing cannot apply to matters introduced to the agenda at the Supervisory Board meeting.”

shall read as follows:

- “4. A Supervisory Board resolution may be adopted by written procedure if all the Supervisory Board members have been notified of the wording of the draft resolution and at least half of the Supervisory Board members took part in the adoption of the resolution.
5. Supervisory Board members may participate in adopting Supervisory Board resolutions by voting in writing with intermediation of another Supervisory Board member. Casting a vote in writing cannot apply to matters introduced to the agenda at the Supervisory Board meeting.”,

d) section 7, which currently reads as follows:

“7. Supervisory Board resolutions are adopted by open ballot with the exception of the matters referred to in § 25 section 2 items 5 and 8, for which a secret ballot is required. Secret balloting should also be held at the request of even a single Supervisory Board member, unless the Supervisory Board resolution is adopted following the procedure described in section 2 or 4.”

shall read as follows:

“7. The Supervisory Board adopts its resolutions in an open ballot. Secret balloting should be held at the request of even a single Supervisory Board member.”,

3) § 27 shall read as follows:

“§ 27

1. The Management Board shall exercise all the rights to manage the Company with the exception of the rights reserved by the act or the Articles of Association to the Company’s other governing bodies. The President of the Management Board directs the work of the Management Board.
2. The Management Board shall prepare and present to the Company’s pertinent governing bodies, along with the Management Board’s report on the Company’s activity:
 - 1) report on representation expenditures and expenditures for legal, marketing, public relations and public communication services and management consulting services;
 - 2) report on the application of best practices, as defined by the Prime Minister pursuant to the Act on Rules for Managing State Property, addressed to companies in which the State Treasury holds an equity stake.
3. Subject to sections 4 and 5, for Management Board resolutions to be valid, written invitation of all its members shall be required and the presence at the meeting of at least half of the Management Board members, including the President of the Management Board or a person designated to head the work of the Management Board during the President’s absence. Management Board members may participate in the Management Board meeting using means of direct remote communication.
4. Management Board members may participate in adopting Management Board resolutions by voting in writing with intermediation of another Management Board member. Casting a vote in writing cannot apply to matters introduced to the agenda at the Management Board meeting.
5. With the consent of the President of the Management Board, Management Board resolutions may be adopted using means of direct remote communication or by written procedure, if all the Management Board members have received the draft resolution with justification and at least half of the Management Board members took part in the adoption of the resolution.
6. The Management Board adopts its resolutions by an absolute majority of votes. In the event of a voting tie, the President of the Management Board has the casting vote.
7. The procedure of conduct of the Management Board and the matters that may be entrusted to its individual members and matters which require a Management Board resolution are defined in detail in the Rules and Regulations of the Management Board. The Rules and Regulations of the Management Board shall be adopted by the Management Board and approved by the

Supervisory Board.”.

§ 2

The Supervisory Board is hereby authorized to prepare the consolidated text of the Articles of Association including the amendments introduced by this resolution.

§ 3

This Resolution shall come into force on the date of its adoption, subject to entry of the amendments to the PZU SA Articles of Association in the register of commercial undertakings of the National Court Register.

Chairperson
of the Ordinary Shareholder Meeting of PZU SA